

Hearing Date and Time: TBD
Response Deadline: TBD

JONES DAY
250 Vesey Street
New York, New York 10281
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Lee A. Armstrong (LA-5338)
William J. Hine (WH-6766)
Sevan Ogulluk (SO-9958)

- and -

JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, California 90071
Telephone: (213) 489-3939
Facsimile: (213) 243-2539
Sidney P. Levinson (SL-9048)

*Counsel for the Official Committee of
Second Priority Noteholders*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CAESARS ENTERTAINMENT
OPERATING COMPANY, INC., *et al.*,

Debtors.

Action pending in the United States
Bankruptcy Court for the Northern District of
Illinois (Case No. 15-01145 (ABG))

OFFICIAL COMMITTEE OF SECOND
PRIORITY NOTEHOLDERS,

Movants

v.

MARC C. ROWAN, DAVID B. SAMBUR,
DAVID BONDERMAN, KELVIN DAVIS,
ERIC HESSION, and GARY LOVEMAN,

Respondents.

Case No. ____ MISC. ____

**OFFICIAL COMMITTEE OF SECOND PRIORITY NOTEHOLDERS'
MOTION TO COMPEL RESPONDENTS TO PRODUCE DOCUMENTS
AND INFORMATION IN RESPONSE TO SUBPOENAS, AND
TO TRANSFER THE MOTION UNDER RULE 45(F)**

PLEASE TAKE NOTICE that upon the Memorandum in Support of Official Committee of Second Priority Noteholders' Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, And to Transfer the Motion Under Rule 45(f), and the accompanying Declaration of Sevan Ogulluk, dated August 19, 2016 (with exhibits), the Official Committee of Second Priority Noteholders (the "Noteholder Committee") respectfully moves this Court for an order under Rules 37 and 45 of the Federal Rules of Civil Procedure, as made applicable to bankruptcy proceedings by Federal Rules of Bankruptcy Procedure 7037 and 9016, compelling each of Marc C. Rowan ("Rowan"), David B. Sambur ("Sambur"), David Bonderman ("Bonderman"), Kelvin Davis ("Davis"), Eric Hession ("Hession") and Gary Loveman ("Loveman") (collectively, the "Respondents") to produce documents and information responsive to the document requests set forth in six (6) subpoenas *duces tecum* issued to them individually (collectively, the "Subpoenas") in connection with the Chapter 11 proceedings of Caesars Entertainment Operating Company ("CEOC") and its subsidiaries (collectively, the "Debtors"), pending in the Bankruptcy Court for the Northern District of Illinois (the "Chapter 11 Proceeding"), and for an order transferring the Noteholder Committee's motion to compel to Judge A. Benjamin Goldgar in the above-captioned action in the Northern District of Illinois Bankruptcy Court, pursuant to Federal Rule of Civil Procedure 45(f).

For the reasons set forth more fully in the accompanying Memorandum of Law, although the Noteholder Committee was required to file this motion in the court where the Subpoenas called for compliance, given the exceptional circumstances present here it is appropriate for this Court to immediately transfer this motion, pursuant to Federal Rule of Civil Procedure 45(f), to United States Bankruptcy Judge A. Benjamin Goldgar in the Bankruptcy Court for the Northern District of Illinois (the issuing court) for adjudication on its merits.

In any event, the motion to compel should be granted as the documents and information sought by the Noteholder Committee from Respondents pursuant to the Subpoenas are relevant to numerous issues in the above-captioned Chapter 11 Proceeding. In particular, information regarding the Respondents' financial wherewithal is crucial to the Noteholder Committee's and the Bankruptcy Court's ability to evaluate the broad releases from billions of dollars in liability and other benefits the Respondents hope to receive under the Debtors' proposed plan of reorganization, all without their making any financial contributions of their own. This information is necessary to determine whether the Debtors' plan as it relates to the purported release of multi-billion dollar claims against the Respondents should be approved by Bankruptcy Judge Goldgar, before whom the Chapter 11 Proceeding is pending.

WHEREFORE, the Noteholder Committee respectfully requests that the court enter an order (1) transferring this motion under Federal Rule of Civil Procedure 45(f) to the Northern District of Illinois Bankruptcy Court where the Chapter 11 Proceeding is pending, and (2) compelling the Respondents to produce documents and information responsive to the Subpoenas.

Dated: August 19, 2016
New York, New York

Respectfully submitted,

/s/ William J. Hine

Lee A. Armstrong (LA-5338)

William J. Hine (WH-6766)

Sevan Ogulluk (SO-9958)

JONES DAY

250 Vesey Street

New York, NY 10281-1047

Telephone: (212) 326-3939

Facsimile: (212) 755-7306

laarmstrong@jonesday.com

wjhine@jonesday.com

sogulluk@jonesday.com

-and-

Sidney P. Levinson (SL-9048)

JONES DAY

555 South Flower Street

Fiftieth Floor

Los Angeles, California 90071

Telephone: (213) 489-3939

Facsimile: (213) 243-2539

slevinson@jonesday.com

*Counsel for the Official Committee of Second
Priority Noteholders*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 19th day of August 2016, Plaintiff filed with the Clerk of Court using the CM/ECF system the foregoing *Motion to Compel Respondents to Produce Documents and Information in Response to Subpoenas, And to Transfer the Motion Under Rule 45(f)*, and served the foregoing on the following via overnight courier and e-mail:

Marc Wolinsky, Esq.
Harold S. Novikoff, Esq.
Emil A. Kleinhaus, Esq.
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
MWolinsky@wlrk.com
HSNovikoff@wlrk.com
EAKleinhaus@wlrk.com

Steven M. Pesner, Esq.
Abid Qureshi, Esq.
Joseph L. Sorkin, Esq.
AKIN, GUMP, STRAUSS, HAUER &
FELD LLP
One Bryant Park
New York, New York 10036
spesner@akingump.com
aqureshi@akingump.com
jsorkin@akingump.com

Counsel for Respondents
Marc C. Rowan and David B. Sambur

Timothy W. Walsh, Esq.
MCDERMOTT WILL & EMERY LLP
340 Madison Avenue
New York, NY 10173

Counsel for Respondent Eric Hession

Richard M. Strassberg, Esq.
Daniel Roeser, Esq.
GOODWIN PROCTER LLP
The New York Times Building
620 Eighth Avenue
New York, New York 10018
rstrassberg@goodwinprocter.com
droeser@goodwinprocter.com

Counsel for Respondent Gary Loveman

David S. Rosner, Esq.
Joshua Greenblatt, Esq.
Daniel A. Fliman, Esq.
KASOWITZ, BENSON, TORRES &
FRIEDMAN LLP
1633 Broadway, 19th Floor
New York, New York 10019
drosner@kasowitz.com
jgreenblatt@kasowitz.com
dfliman@kasowitz.com

Counsel for Respondents
David Bonderman and Kelvin Davis

/s/William J. Hine
William J. Hine